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KARL MORELL

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December 9, 2010

E-File

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S.W.
Washington, DC 20423-0001

ENTERED
Office of Proceedings

DEC 9 2010

Part of
Public Record

Re: STB Docket No. NOR-42121, Total Petrochemicals USA, Inc. v.
CSX Transportation, Inc.

Dear Ms. Brown:

228404

Attached for E-filing is Georgia Woodlands Railroad, LLC's Answer To
Second Amended Complaint in the above-referenced proceeding.

If you have any questions, please contact me.

Sincerely yours,

Karl Morell

Karl Morell

Enclosure

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

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TOTAL PETROCHEMICALS USA, INC.)	
)	
Complainant,)	
)	
v.)	Docket No. NOR-42121
)	
CSX TRANSPORTATION, INC; CAROLINA)	
PIEDMONT DIVISION; GEORGIA)	
WOODLANDS RAILROAD, LLC;)	
MADISON RAILROAD; MOHAWK,)	
ADIRONDACK & NORTHERN RAILROAD)	
CORP.; NASHVILLE AND EASTERN)	
RAILROAD CORP.; NEW HOPE &)	
IVYLAND RAILROAD; PIONEER VALLEY)	
RAILROAD; R.J. CORMAN RAILROAD)	
COMPANY (MEMPHIS); SEMINOLE)	
GULF RAILWAY L.P.; SEQUATCHIE)	
VALLEY RAILROAD COMPANY; AND)	
SOUTH BRANCH VALLEY RAILROAD)	
)	
Defendants.)	
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ANSWER TO SECOND AMENDED COMPLAINT

COMES NOW Co-Defendant Georgia Woodlands Railroad, LLC ("Woodlands") and hereby answers Complainant Total Petrochemicals USA, Inc.'s Second Amended Complaint. Unless specifically admitted, all allegations in Complainant's Second Amended Complaint are denied.

The Parties

1. Answering paragraph 1, Woodlands lacks sufficient knowledge to admit or deny the allegations contained therein and therefore denies same.

2. Answering paragraph 2, Woodlands admits that it is a common and contract carrier by railroad engaged in the transport of property in interstate and intrastate commerce. Woodlands further admits that it may be subject to the Interstate Commission Termination Act of 1995 (the "Act") and to the jurisdiction of the Surface Transportation Board ("Board") to the extent that its conduct might implicate the Act and the jurisdiction of the Board. Woodlands, however, lacks sufficient knowledge to admit or deny that the Act or the jurisdiction of the Board apply to the instant action and therefore denies the same.

3. Answering paragraphs 3 and 5, Woodlands admits same.

4. Answering paragraphs 4 and 6, 7, 8, 9, 10, 11, 12, 13, and 14, Woodlands lacks sufficient knowledge to admit or deny the allegations contained therein and therefore denies same.

Description of the Issue Movements

5. Answering paragraph 15, Woodlands need not answer as the paragraph contains a legal conclusion to which no response is necessary. To the extent a response is necessary, Woodlands denies the allegations in paragraph 15.

6. Answering paragraph 16, Woodlands lacks sufficient knowledge to admit or deny the allegations contained therein and therefore denies same.

7. Answering paragraph 17, Woodlands admits that it participates in movements between New Orleans, LA and Washington, GA. Woodlands lacks sufficient knowledge to admit or deny the remaining allegations contained paragraph 17 and therefore denies same.

The Challenged Rates

8. Answering paragraphs 18, 19, 20, 21 and 22, Woodlands lacks sufficient knowledge to admit or deny the allegations contained therein and therefore denies same.

Jurisdictional Allegations

9. Answering paragraphs 23, 24 and 25, Woodlands need not answer as the

paragraphs contain legal conclusions to which no response is necessary. To the extent a response is necessary, Woodlands denies the allegations in paragraphs 23, 24 and 25.

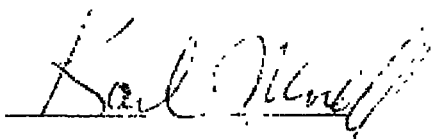
Requested Relief

10. Answering paragraphs 26, 27, 28 and 29, Woodlands need not answer as the paragraphs contain legal conclusions to which no response is necessary. To the extent a response is necessary, Woodlands denies that Complainant is entitled to any relief requested in said paragraphs or any relief whatsoever.

11. Woodlands denies each and every allegation not previously admitted or otherwise qualified.

Wherefore, Woodlands prays that the relief request be denied.

Respectfully submitted,



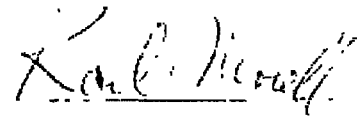
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Attorneys for: GEORGIA WOODLANDS
RAILROAD, LLC

Dated: December 9, 2010

CERTIFICATE OF SERVICE

I hereby certify that this 9th day December 2010, I served a copy of the foregoing Answer To Second Amended Complaint upon all parties of record by first class mail, postage prepaid.

A handwritten signature in black ink, appearing to read "Karl Morell", written over a horizontal line.

Karl Morell